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**COMMONWEALTH OF KENTUCKY
Before the Public Service Commission**

JUN 18 2004

**PUBLIC SERVICE
COMMISSION**

In the Matter of:

**Doe Valley Utilities, Inc and)
Doe Valley Association, Inc. for a)
Declaration as to Jurisdiction of)
the Public Service Commission)**

Case No. 2003-00360

**PETITIONERS' NOTICE OF COMPLIANCE
AND MOTION FOR ENTRY OF FINAL ORDER**

Come now the petitioners, by counsel, and give notice to the Commission of the actions taken by petitioners to comply with the Commissions' Order of May 19, 2004. Attached hereto is the affidavit of corporate counsel for Doe Valley Utilities, Inc. (DVU) and Doe Valley Association, Inc. (DVA), setting forth the actions of petitioners regarding dissolution of DVU and amendment of the Articles of Incorporation of DVA to specifically provide for full voting rights for all utility customers served by the utility services owned and operated by DVA.

Pursuant to the Commission's Order of May 19, 2004, and the motion for summary judgment filed by petitioners on February 27, 2004, the petitioners therefore request that the Commission enter a Final Order approving the dissolution of Doe Valley Utilities, Inc., and holding that the utility services provided by Doe Valley Association, Inc. to its members and associates are not within the regulatory jurisdiction of this Commission under KRS 278.010(3), so long as DVA maintains compliance with the terms and conditions of the May 19, 2004 Order. Petitioners will file their final annual

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Case No. 2003-00360

AFFIDAVIT OF CORPORATE COUNSEL

Comes now the affiant, Sharon Handy, and after first being duly sworn, states as follows:

1. My name is Sharon Handy, and I am a licensed attorney in the Commonwealth of Kentucky. I serve as corporate counsel to Doe Valley Association, Inc., and as that corporation was the sole shareholder of Doe Valley Utilities, Inc. I also prepared and filed documents with respect to dissolution of Doe Valley Utilities, Inc.

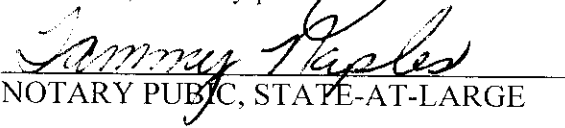
2. Doe Valley Utilities, Inc., in accordance with the motion for summary judgment filed in this action, filed its Articles of Dissolution with this Commission on February 27, 2004. The effective date of those Articles was April 15, 2004. A certified copy of those Articles, as filed with the Kentucky Secretary of State, is attached to this Affidavit as Exhibit A.

3. In accordance with the May 19, 2004 Order of this Commission, Doe Valley Association, Inc. at its meeting of members on June 11, 2004, adopted amendments to the corporation's Articles of Incorporation that provide for full voting rights with respect to election of directors that will have jurisdiction over utilities, for all customers of the utility services provided by Doe Valley Association, Inc. Articles of Amendment setting forth the amendments were previously submitted to the Commission as Exhibit G to petitioners' motion for summary judgment, filed on February 27, 2004. A copy of those Articles as filed with the Secretary of State are attached hereto as Exhibit B.

4. Further the affiant saith naught.


SHARON HANDY

Subscribed and sworn to or affirmed before me, a notary public.


NOTARY PUBLIC, STATE-AT-LARGE

My Commission expires: 7-18-2006

ARTICLES OF DISSOLUTION
OF
DOE VALLEY UTILITIES, INC.

0014376.09

Trey Grayson
Secretary of State
Received and Filed
03/25/2004 10:51:21 AM
Fee Receipt: \$40.00

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DIS

Pursuant to the applicable provisions of Subtitle 14 of Chapter 271B of the Kentucky Revised Statutes, the undersigned, being the sole shareholder of Doe Valley Utilities, Inc., a Kentucky corporation ("**Corporation**"), sets forth the following articles of dissolution for such corporation:

ARTICLE I

The name of the Corporation is **Doe Valley Utilities, Inc.**

ARTICLE II

The Corporation's dissolution was authorized by the board of directors on the date hereof and the board recommended its submission to shareholders at a special meeting.

ARTICLE III


At a special meeting of the shareholders, there were one thousand (1,000) votes entitled to be cast on the proposal to dissolve the Corporation and wind up its business affairs. The proposal was approved in a written consent signed by all of the Corporation's shareholders, having the effect of a unanimous vote in favor of the dissolution proposal at the shareholders' meeting. Accordingly, one thousand (1,000) votes were cast for the proposal and zero (0) votes were cast against the proposal. Voting by shareholder groups was not required. The votes by all of the shareholders were sufficient for approval.

ARTICLE IV

The effective date for these Articles of Dissolution and the Corporation's voluntary dissolution shall be April 15, 2004.

In witness whereof this 26 day of February, 2004.

DOE VALLEY ASSOCIATION, INC.



JUDI DEPPEN


TONY GOLLADAY


ROBERT STEUART


MIKE CAMPBELL


JOE HAGER

The foregoing document was prepared by:

BOROWITZ & GOLDSMITH, PLC


SHARON R. HANDY
401 West Main Street, Suite 1100
Louisville, KY 40202
502-584-7371

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END OF DOCUMENT

Document No.: DN2004051422
Lodged by: borowitz & goldsmith
Recorded On: 03/29/2004 10:58:10
Total Fees: 9.00
Transfer Tax: .00
County Clerk: ROBBIE HOLSCLOW-JEFF CO KY
Deputy Clerk: YOLLO62

Trey Grayson
Secretary of State
Received and Filed
06/16/2004 12:39:24 PM
Fee Receipt: \$8.00

**RESOLUTION
OF
BOARD OF DIRECTORS
OF
DOE VALLEY ASSOCIATION, INC.**

The undersigned hereby certify that the following resolutions were adopted by the Board of Directors of Doe Valley Association, Inc., (the "Corporation"), by unanimous consent.

RESOLVED, that the following proposed amendments to the Articles of Incorporation of the Corporation be submitted to a vote at a special meeting of members of the Corporation entitled to vote thereon.

ARTICLE I: NAME

The name of the Corporation is "Doe Valley Association, Inc."

Article IV: REGISTERED OFFICE is hereby amended in its entirety to read as follows:

ARTICLE IV: REGISTERED OFFICE

The registered office of the Corporation shall be One Doe Valley Parkway, Brandenburg, Kentucky 40108, which office may be changed from time to time by resolution of the board of directors of the Corporation. Any officer of the Corporation is authorized to sign and file notice of any board approved change in the Corporation's registered office with the Secretary of State of the Commonwealth of Kentucky.

Article V: REGISTERED AGENT is hereby amended in its entirety to read as follows:

ARTICLE V: REGISTERED AGENT

The registered agent of the Corporation shall be the person serving as president of the Corporation from time to time, during his or her term of office. Accordingly, Judi Deppen, shall be the registered agent of the Corporation upon adoption of these Articles of Amendment and shall continue to serve as such during her term of office as president of the Corporation. Any officer of the Corporation is authorized to sign and file notice of the change in registered agent with the Secretary of State of the Commonwealth of Kentucky from time to time.

Article VI: DIRECTORS is hereby amended in its entirety to read as follows:

ARTICLE VI: DIRECTORS

- (a) The Corporation shall be governed by a board of directors. The number, qualifications, terms, manner of voting, and manner of election shall be prescribed in, and may be changed by amendment to, the by-laws, provided however that to the extent the Corporation continues to provide water to the 6 customers it currently has that live outside the boundaries of Doe Valley subdivision/development, such water customers shall have a right to vote for the election of directors that will have jurisdiction over the utilities. Such voting rights shall be the same as any owner of a single lot living within the boundaries of Doe Valley subdivision/development. Said voting rights shall not be modified or eliminated by the by-laws.
- (b) The board of directors shall provide an avenue of appeal for all utility users it sells water to in the event Doe Valley Association, Inc. is determined to not be under the jurisdiction of the Public Service Commission.
- (c) The Corporation shall continue to provide water to the 6 outside customers at the same rate as the Doe Valley property owners as long as the outside customers need water and as long as Doe Valley Association, Inc. is providing water.

ARTICLE VII is hereby amended in its entirety to read as follows:

ARTICLE VII: DIRECTOR LIABILITY

- (a) In accordance with KRS 273.215, each director shall discharge his/her duties as a director, including his/her duties as a member of a committee in good faith, on an informed basis, and in a manner he/she honestly believes to be in the best interests of the Corporation.
- (b) As allowed by KRS 273.248, except for any act or omissions occurring prior to the adoption of these Articles of Amendment, a director shall not have personal liability to the Corporation for monetary damages for breach of his/her duties as a director, provided that there shall be no limitation or elimination of the liability of a director:


1. For any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation:
2. For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or
3. For any transaction from which the director derived an improper personal benefit.

RESOLVED FURTHER, that such meeting shall be held:

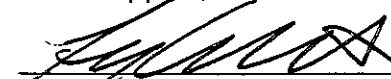
Place: Kenneth A. Helmly Swim & Tennis Club
Date: 6-11-04
Time: 7:30
Purpose: To vote on whether to adopt the foregoing proposed amendments to the Articles of Incorporation of the Corporation.

RESOLVED FURTHER, that notice of such meeting date and time and its purpose shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, to each member of record entitled to vote at such meeting.

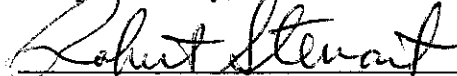
IN TESTIMONY WHEREOF witness the hand of the board of directors of the Corporation this 11th day of June, 2004.



Judi Deppen, President



Tony Golladay, Vice President




Robert Stewart, Secretary



Mike Campbell, Treasurer



Joe Hager, Director at Large


Brenda Knatt, Notary
My commission expires
6-1-2007

**ARTICLES OF AMENDMENT
OF
DOE VALLEY ASSOCIATION, INC.**

ARTICLE I: NAME

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directors that will have jurisdiction over the utilities. Such voting rights shall be the same as any owner of a single lot living within the boundaries of Doe Valley subdivision/development. Said voting rights shall not be modified or eliminated by the by-laws.

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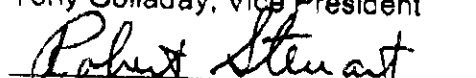
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- (b) As allowed by KRS 273.248, except for any act or omissions occurring prior to the adoption of these Articles of Amendment, a director shall not have personal liability to the Corporation for monetary damages for breach of his/her duties as a director, provided that there shall be no limitation or elimination of the liability of a director:
 - 1. For any transaction in which the director's personal financial interest is in conflict with the financial interests of the Corporation;
 - 2. For acts or omissions not in good faith or which involve intentional misconduct or are known to the director to be a violation of law; or
 - 3. For any transaction from which the director derived an improper personal benefit.

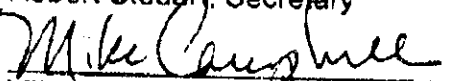
The foregoing amendments to the Articles of Incorporation of Doe Valley Association, Inc. (the "Corporation" or "POA") were proposed by resolution of the board of directors of the Corporation, and submitted to a vote at a special

meeting of members entitled to vote thereon, held on June 11, 2004, at which a quorum was present. Written notice setting forth the proposed amendments was given to each member entitled to vote at such meeting within the time and in the manner provide in the bylaws of the Corporation for the giving of notice of special meetings of members. The amendments received at least two thirds (2/3) of the votes which members present at such meeting or represented by proxy were entitled to cast.

IN TESTIMONY WHEREOF witness the hand of the following members of the board of directors of the Corporation this 18 day of June, 2004.


Tony Golladay, Vice President


Robert Steuart, Secretary


Mike Campbell, Treasurer


Joe Hager, Director at Large

COMMONWEALTH OF KENTUCKY)
) SS.
COUNTY OF MEADE)

I, the undersigned Notary Public, do hereby certify that Tony Golladay, Robert Steuart, Mike Campbell, and Joe Hager, personally appeared before me and acknowledged and delivered the foregoing Articles of Amendment to the Articles of Incorporation of Doe Valley Association, Inc., to be their free and voluntary act and deed.

WITNESS my hand this 18 day of June, 2004.

My commission expires: 19th June 2005

SEAL


NOTARY PUBLIC, State at Large, KY